

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF PENNSYLVANIA**

**IN RE: FLAT GLASS ANTITRUST
LITIGATION (II)**

**Master Docket
Misc. No: 08-180 (DWA)
MDL No.: 1942**

**This Document relates to:
All Actions**

**CLASS PLAINTIFFS' MOTION FOR PRELIMINARY
APPROVAL OF THE SETTLEMENTS; CONDITIONAL
CERTIFICATION OF THE SETTLEMENT CLASSES; APPOINTMENT OF
SETTLEMENT CLASS COUNSEL; AUTHORIZATION TO DISSEMINATE NOTICE;
APPROVAL OF THE PLAN OF DISTRIBUTION AND SETTING OF A HEARING ON
FINAL SETTLEMENT APPROVAL**

Plaintiffs hereby move for an Order granting preliminary approval of four settlement agreements (collectively “the Settlement Agreements”) reached between Plaintiffs Gilkey Window Company, Inc., Girard Glass Corporation, Jackson Glass Company, Inc., and Thermo-Twin Industries, Inc. (“Plaintiffs”), on behalf of themselves and a proposed class of purchasers of Construction Flat Glass (the “Class”), and each of the Defendants in this litigation – AGC Flat Glass North America, Inc. (“AGC” or “Asahi”), Guardian Industries Corp. (“Guardian”), Pilkington North America, Inc., Pilkington Holdings Inc. (together, “Pilkington”), and PPG Industries, Inc. (“PPG”) (collectively, “Defendants”). Under the Settlement Agreements, copies of which are attached to Plaintiffs’ memorandum of law as Exhibits A-D, Defendants will make payments totaling \$22.325 million in cash as follows: \$5.9 million from AGC (“AGC Settlement”); \$6.325 million from Guardian (“Guardian Settlement”); \$4.2 million from Pilkington (“Pilkington Settlement”); and \$5.9 million from PPG (“PPG Settlement”) (collectively, the “Settlements”). The Settlements create four separate settlement classes: the AGC Settlement Class, the Guardian Settlement Class, the Pilkington Settlement Class and the

PPG Settlement Class, collectively, the “Settlement Classes.” Each of the four Settlement Classes are defined as follows: “All persons and entities that, from July 1, 2002 to December 31, 2006, purchased Construction Flat Glass directly from Defendants for delivery or pick-up in the United States. Excluded from the Class are Defendants, any parent, subsidiary, or affiliate of Defendants, any of Defendants’ co-conspirators, and all governmental entities.”

The Guardian and PPG Settlements were paid on December 23, 2010, and the amounts were placed in escrow pending the final approval of the Settlements by the Court. *See* Guardian Settlement Agreement at ¶ 32; PPG Settlement Agreement at ¶ 32. The Pilkington Settlement was paid on December 22, 2010, and the amount was placed in escrow pending the final approval of the Pilkington Settlement by the Court. *See* Pilkington Settlement Agreement at ¶ 34. The AGC Settlement was paid on December 21, 2010, and the amount likewise was placed in escrow pending the final approval of the AGC Settlement by the Court. *See* AGC Settlement Agreement at ¶ 32.

Therefore, pursuant to Rule 23(e) of the Federal Rules of Civil Procedure and for the additional reasons set forth in the accompanying Memorandum of Law, Plaintiffs respectfully request that the Court:

- (a) Preliminarily approve the Settlement Agreements;
- (b) Conditionally certify each of the four proposed Settlement Classes;
- (c) Appoint Interim Co-Lead Counsel and Interim Liaison Counsel as counsel for the Settlement Classes;
- (d) Approve the forms of individual notice (the “Settlement Notice”) and publication notice (the “Summary Notice”) to be provided to potential Class members in connection with the Settlements, copies of which are attached to the Proposed Order as Exhibits 1 and 2,

respectively;

(e) Authorize the dissemination of the “Settlement Notice” and “Summary Notice” to potential Class members;

(f) Preliminarily approve the proposed Plan of Distribution;

(g) Preliminarily approve the Proof of Claim related to the Settlements, a copy of which is provided as Exhibit 3 to the Proposed Order; and

(h) Schedule a fairness hearing before the Court to determine whether the proposed Settlements should be granted final approval.

This motion is supported by the Settlement Agreements; the memorandum in support, submitted herewith; all pleadings filed in this case; and such additional evidence or argument as may be presented to the Court.

Dated: January 6, 2011

**SPECTER SPECTER EVANS
& MANOGUE, P.C.**

/s/ John C. Evans

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Plaintiffs' Class Co-Lead Counsel

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing **Class Plaintiffs' Motion for Preliminary Approval of the Settlements; Conditional Certification of the Settlement Classes; Appointment of Settlement Class Counsel; Authorization to Disseminate Notice; Approval of the Plan of Distribution and Setting of a Hearing on Final Settlement Approval** was filed electronically with the Clerk of Courts using the CM/ECF system, which will send notification of such filing to all counsel of record on the 6th day of January, 2011.

/s/ John C. Evans

John C. Evans